

EXHIBIT J

AMENDMENT 3
TO
WHOLESALE POWER CONTRACT
BETWEEN
EAST RIVER ELECTRIC POWER COOPERATIVE, INC.
AND
DAKOTA ENERGY COOPERATIVE, INC.

AGREEMENT made as of August 6, 2015, 2015, between East River Electric Power Cooperative, Inc., 211 S. Harth Avenue, P.O. Box 227, Madison, South Dakota 57042 (hereinafter called "Seller"), an electric cooperative corporation organized and existing under the laws of the State of South Dakota, and Dakota Energy Cooperative, Inc., 40294 U.S. Hwy 14, PO Box 830, Huron, SD 57350 (hereinafter called "Member"), its successors and assigns, a South Dakota cooperative utility existing under the laws of the State of South Dakota.

WHEREAS, the Seller and the Member entered into a Wholesale Power Contract dated January 1, 1995, as amended (hereinafter called the "Power Contract"); and

WHEREAS, Basin Electric Power Cooperative (hereinafter called "Basin Electric") has requested that the Seller extend the Wholesale Power Contract between Basin Electric and the Seller through December 31, 2075, because Basin Electric is planning for the eventual retirement of existing generation sources and replacement with new sources that will require substantial financing; and

WHEREAS, the Power Contract between the Seller and the Member provides the means for the Seller to meet its financial obligations to Basin Electric and, extending the Power Contract with the Member will enable the Seller to extend its Wholesale Power Contract with Basin Electric; and

WHEREAS, the Seller will continue to have its own on-going financing needs to fund its plant expansion with the term of the financing arrangements soon exceeding the term of the current Power Contract thereby hampering the Seller's ability to raise capital if the Power Contract is not extended;

NOW, THEREFORE, BE IT RESOLVED, in consideration of the mutual undertakings herein contained, the parties hereby agree as follows:

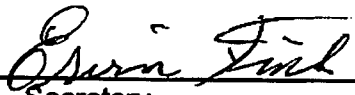
1. That Section 10 - Term, of the Power Contract between the Seller and the Member, be amended as follows: delete "December 31, 2058" and insert "December 31, 2075."
2. The Effective Date of this Amendment is October 1, 2015.
3. This Amendment is subject to the approval of the Administrator of the Rural Utilities Services.

East River Electric Power Cooperative, Inc.




President

ATTEST



Secretary

Dakota Energy Cooperative, Inc.



President

ATTEST



Secretary